

# **EXHIBIT D**

Commissioners:  
RONALD E. SKAGEN  
MOLLY SIMPSON  
AARON J. VIEBROCK



# Public Utility District No. 1 of Douglas County

1151 Valley Mall Parkway • East Wenatchee, Washington 98802-4497 • 509/884-7191 • FAX 509/884-0553 • [www.douglaspubd.org](http://www.douglaspubd.org)

October 12, 2018

Chief Executive Officer  
Giga Watt, Inc.  
1250 N. Wenatchee Ave  
Wenatchee, WA 98801

Re: Interconnection and Service Agreement, Section 20, "Termination or Reduction"

Dear Chief Executive Officer:


This letter acts as formal notice of termination under the Interconnection and Service Agreement, which was signed on August 29, 2017 by both parties. As stated under Section 20.1 of the agreement, "Upon twelve (12) months prior written notice, the Customer or the District may terminate this agreement." Therefore, effective October 12, 2019 both parties obligations under the Interconnection and Service Agreement will terminate.

The District is currently owed \$310,329, plus interest, for work it performed on behalf of Giga Watt, Inc. ("Giga Watt"). An invoice was sent (District Invoice 4454) on August 29, 2018, and such invoice was due and payable on receipt. To date, Giga Watt has not been in contact with the District about scheduling payment for such overdue amounts. Termination of the Interconnection and Service Agreement appear to be the District's best, and perhaps only, option to both protect against future losses, and also collect on overdue amounts.

The District is concerned about Giga Watt's ability to continue as a going concern and pay for its financial obligations as they relate to the District. The District may be willing to discuss future options if Giga Watt's financial position materially changes, though any future arrangement must be in the best interests of the District.

If you have any questions related to this termination letter, or if you wish discuss future options and payment of monies owed to the District, please contact me at (509) 881-2220.

Sincerely,



Gary R. Ivory  
General Manager

C: Jeff Johnson, Power Planning Supervisor